

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

LIVE WELL FINANCIAL, INC., *et al.*,  
  
Debtors.

Chapter 7

Case No. 19-11317 (LSS)

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DAVID W. CARICKHOFF, as Chapter 7  
Trustee of LIVE WELL FINANCIAL, INC.,

Adv. Pro. No. 21-50990 (LSS)

Plaintiff,

v.

STUART H. CANTOR, JAMES P.  
KARIDES, BRETT J. ROME, LWFVEST,  
LLC, NORTH HILL VENTURES II, LP,  
FIVE ELMS EQUITY FUND I, L.P., FIVE  
ELMS HAAKON, L.P., FIVE ELMS  
COINVEST, L.P., JAMES BROWN,  
GANTCHER FAMILY LIMITED  
PARTNERSHIP, and ERIC LEGOFF,

and

JOHN DOES 1–10,

Defendants.

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**DEFENDANT STUART H. CANTOR’S  
ANSWER AND AFFIRMATIVE DEFENSES**

Defendant Stuart H. Cantor files this Answer and Affirmative Defenses (the “Answer”) to Plaintiff David W. Carickhoff’s, as Chapter 7 of Live Well Financial, Inc., Amended Complaint (the “Amended Complaint”) stating as follows:

**RESPONSE TO SUMMARY OF THE ACTION**

1. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

2. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

3. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

4. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

5. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

6. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

7. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

8. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

9. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

10. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

11. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

12. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

13. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

14. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

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16. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

17. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

18. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

19. This paragraph contains a summary of Plaintiff's claims that does not require a response. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO JURISDICTION AND VENUE**

20. Admitted.

21. Admitted.

22. Admitted.

23. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO PARTIES**

24. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

25. Admitted.

26. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

27. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

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31. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

32. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

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36. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO RELEVANT THIRD PARTIES**

37. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

38. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

39. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

40. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO FACTUAL ALLEGATIONS**

41. Defendant admits the facts in this paragraph. However, to the extent the facts are stated to support an allegation of wrongdoing on the part of Defendant all allegations are denied.

42. Defendant admits the facts in this paragraph. However, to the extent the facts are stated to support an allegation of wrongdoing on the part of Defendant all allegations are denied.

43. Defendant admits the facts in this paragraph. However, to the extent the facts are stated to support an allegation of wrongdoing on the part of Defendant all allegations are denied.

44. Defendant admits the facts in this paragraph. However, to the extent the facts are stated to support an allegation of wrongdoing on the part of Defendant all allegations are denied.

45. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

46. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

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117. Denied.



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121. Denied.

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142. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

143. Denied.

144. Denied.

145. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

146. Denied.

147. Denied.

148. Denied.

149. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

150. Denied.

151. Denied.

152. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

153. Denied.

154. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

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157. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

158. Denied.

159. Denied.

160. Denied.

161. Denied.

162. Denied.

163. Denied.

164. Denied.

165. Denied.

166. Denied.

167. Denied.

168. Denied.

169. Denied.

170. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

171. Denied.

172. Denied.

173. Denied.

174. Denied.

175. Denied.

176. Denied.

177. Denied.

178. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

179. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

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202. Defendant lacks sufficient knowledge or information to form a belief as to the truth of the allegations in this paragraph. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO COUNT 1**

203. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

204. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

205. This Count is not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

206. This Count is not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

207. This Count is not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

208. This Count is not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

209. This Count is not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO COUNT 2**

210. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

211. This paragraph contains a statement of law that does not require a response. To the extent a response is required, Defendant denies that he breached any applicable duties.

212. Denied.

213. Denied.

214. Denied.

215. Denied.

216. Denied.

217. Denied.

218. Denied.

219. Denied.

**RESPONSE TO COUNT 3**

220. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

221. This paragraph contains a statement of law that does not require a response. To the extent a response is required, Defendant denies that he breached any applicable duties.

222. Denied.

223. Denied.

224. Denied.

225. Denied.

226. Denied.

**RESPONSE TO COUNT 4**

227. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

228. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

229. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

230. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

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233. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

234. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

235. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

236. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO COUNT 5**

237. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

238. Denied.

239. Denied.

240. Denied.

241. Denied.

242. Denied.

243. Denied.

244. Denied.

245. Denied.

**RESPONSE TO COUNT 6**

246. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

247. Denied.

248. Denied.

249. Denied.

250. Denied.

251. Denied.

252. Denied.

**RESPONSE TO COUNT 7**

253. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

254. Defendant admits that the transfers took place, but to the extent that the allegations in this paragraph imply that the transfers were inappropriate, Defendant denies any and all allegations of wrongdoing.

255. Denied.

256. Denied.

257. Denied.

258. Denied.

259. Denied.

260. Denied.

261. Denied.

262. Denied.

**RESPONSE TO COUNT 8**

263. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

264. Denied.

265. Denied.

266. Denied.

267. Denied.

268. Denied.

269. Denied.

270. Denied.

**RESPONSE TO COUNT 9**

271. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

272. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

273. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

274. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

275. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

276. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

277. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

278. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

279. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

280. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO COUNT 10**

281. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

282. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

283. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

284. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

285. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

286. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

287. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

288. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

289. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

290. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

291. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.



292. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

293. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

294. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

295. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

296. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO COUNT 11**

297. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

298. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

299. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

300. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

301. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

302. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO COUNT 12**

303. Defendant repeats and realleges the statements set forth above as if fully set forth herein.

304. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

305. The allegations in this Count are not directed towards Defendant. To the extent a response is required, Defendant denies the allegations of this paragraph.

**RESPONSE TO TOLLING OF LIMITATIONS**

306. Denied.

307. Denied.

308. Denied.

309. Denied.

310. Denied.

**RESPONSE TO PRAYER FOR RELIEF**

Defendant denies that Plaintiff is entitled to any of the relief requested.

**DEFENDANT'S AFFIRMATIVE DEFENSES**

Without assuming any burden of proof, persuasion or production not otherwise legally assigned to him as to any element of Plaintiff's claims, and reserving the right to amend this Answer to assert any additional defenses when, and if, in the course of its investigation, discovery, preparation for trial, or otherwise it becomes appropriate to assert such defenses, Defendant asserts the following affirmative and other defenses with respect to the claims in the Amended Complaint:

1. The Amended Complaint, in whole or in part, fails to state a claim for relief against Defendant.

2. The Amended Complaint and each and every claim alleged therein is barred, in whole or in part, because Defendant acted in good faith, in a manner he believed to be in the best interests of the Debtors and its shareholders, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

3. The Amended Complaint and each and every claim alleged therein is barred, in whole or in part, by the business judgment rule because actions taken by Defendant reflect an appropriate exercise of business judgment and were undertaken in good faith.

4. The Amended Complaint and each and every claim alleged therein is barred, in whole or in part, because Defendant did not fail to take any action that he was under a duty to take.

5. The Amended Complaint and each and every claim alleged therein is barred, in whole or in part, by the Debtors' failure to take all reasonable steps to prevent, mitigate, minimize or avoid any damage or loss referred to in the Amended Complaint.

6. The Amended Complaint and each and every claim alleged therein is barred, in whole or in part, because the actions (or lack of action) alleged in the Amended Complaint, if true, were reasonable based on the information known to Defendant at all relevant times. At all relevant times Defendant acted without intent to harm and without recklessness, and Defendant believed, at the time the actions (or lack of action) alleged in the Amended Complaint were taken (if at all), that those actions were correct and appropriate.

7. The Amended Complaint and each and every claim alleged therein is barred, in whole or in part, because the Debtors have suffered no legal injury as a result of any conduct by Defendant.

8. The Amended Complaint and each and every claim alleged therein is barred, in whole or in part, because the Defendant relied in good faith on information presented to him by third-parties in approving the disputed transactions.

9. The Amended Complaint and each and every claim therein is barred, in whole or in part, by an act or acts of intervening or superseding causation which may not be attributed to the conduct of Defendant.

10. Defendant's liability, if any, must be assessed in proportion to the liability of the other defendants and third persons, and Defendant may only be required to pay his proportionate share of fault.

11. Defendant denies any and all allegations in the Amended Complaint not expressly admitted herein and denies the relief requested by Plaintiff in the Amended Complaint. Defendant expressly reserves and preserves his rights to supplement, amend, or modify this answer and all responses herein, including asserting such other affirmative defenses and counterclaims as may become available and apparent in the course of discovery.

#### **LOCAL RULE 7012 STATEMENT**

Pursuant to Rule 7012(b) of the Federal Rules of Bankruptcy Procedure and Local Rule 7012-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware, Defendant advises the Court that he consents to entry of a final order or judgment by the Court in respect of the remaining claims asserted against him in the Complaint.

WHEREFORE, Defendant Stuart H. Cantor prays for judgment dismissing the Complaint, with prejudice and awarding such other and further relief as the Court deems just and proper.

Dated: April 1, 2024

**MORRIS JAMES LLP**

/s/ Brya M. Keilson

Eric J. Monzo (DE Bar No. 5214)

Brya M. Keilson (DE Bar No. 4643)

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*Counsel to Defendant Stuart Cantor*